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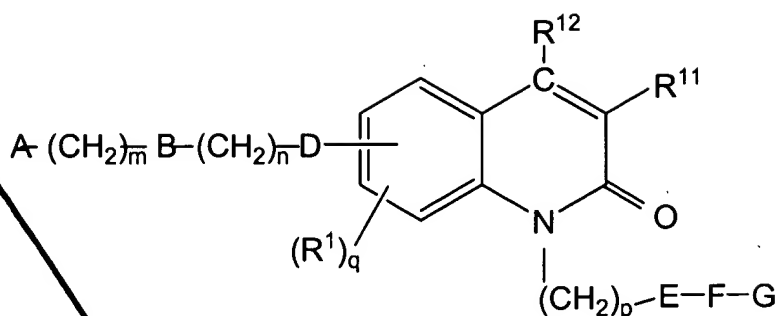
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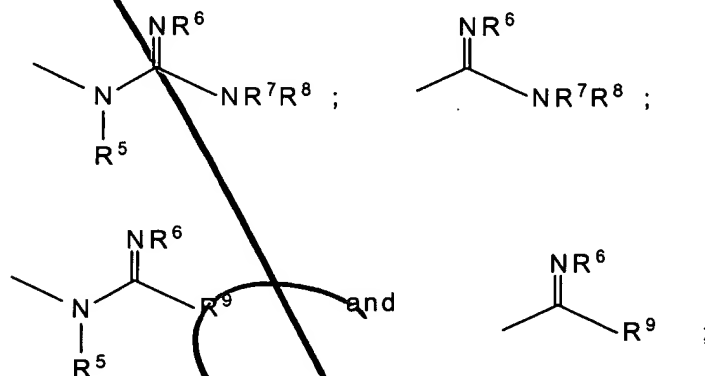
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wherein:

A is a member selected from the group consisting of:  $R^2$ ,  $-NR^3R^4$ ,  $-C(=O)NR^3R^4$ ,



where  $R^2$ ,  $R^3$ ,  $R^4$ ,  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$ , and  $R^9$  are independently selected from the group consisting of H, -OH,  $C_{1-8}$ alkyl,  $C_{2-8}$ alkenyl,  $C_{2-8}$ alkynyl,  $C_{3-8}$ cycloalkyl,  $C_{6-12}$ carbocyclic aryl, a five to ten membered heterocyclic ring system having 1-4 heteroatoms selected from the group consisting of N, O and S; and  $C_{1-6}$ alkylheterocyclic ring system having in the ring system 5 to 10 atoms with 1 to 4 of such atoms being selected from the group consisting of N, O and S; where  $R^6$  taken with either of  $R^7$  and  $R^8$ , and/or  $R^7$  taken with  $R^8$ , can each form a 5 to 6 membered heterocyclic ring having from 1 to 4 atoms selected from the group consisting of N, O and S;

m is an integer from 0-3;

Z is a member selected from the group consisting of a direct link,  $C_{1-8}$ alkyl,  $C_{3-8}$ cycloalkyl,  $C_{2-8}$ alkenyl,  $C_{2-8}$ alkynyl,  $C_{1-8}$ carbocyclic aryl, or a five to ten membered

19 heterocyclic ring system having 1-4 heteroatoms selected from the group consisting of N,  
20 O and S;

21 n is an integer from 0-3;

22 D is a member selected from the group consisting of a direct link, -CH<sub>2</sub>-, -O-,  
23 -N(R<sup>2</sup>)-, -C(=O)-, -S-, -SO<sub>2</sub>-, -SO<sub>2</sub>-N(R<sup>2</sup>)-, -N(R<sup>2</sup>)-SO<sub>2</sub>-, -OC(=O)-, -C(=O)O-,  
24 -C(=O)-N(R<sup>2</sup>)- and -N(R<sup>2</sup>)-C(=O)-;

25 R<sup>1</sup> is a member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-</sub>  
26 <sub>8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, halogen, polyhaloalkyl, C<sub>0-8</sub>alkyl-C(=O)OH,  
27 C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, C<sub>1-8</sub>alkyl-OH, C<sub>0-8</sub>alkyl-SH, -C(=O)NR<sup>2</sup>R<sup>3</sup>,  
28 -O-R<sup>2</sup> and -O-C(=O)R<sup>2</sup>, an unsubstituted amino group, a mono- or di-substituted amino  
29 group, wherein the substituted amino groups are independently substituted by at least one  
30 member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl,  
31 C<sub>3-8</sub>cycloalkyl, polyhaloalkyl, -SO<sub>2</sub>R<sup>2</sup>, C<sub>0-8</sub>alkyl-C(=O)OH and  
32 C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl, where R<sup>2</sup> and R<sup>3</sup> is as described above;

33 q is an integer from 0-3;

34 R<sup>11</sup> and R<sup>12</sup> are independently a member selected from the group consisting of H,  
35 C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, C<sub>1-6</sub>alkylaryl,  
36 C<sub>1-6</sub>alkyl-C<sub>3-8</sub>cycloalkyl, -O-R<sup>2</sup>, -O-C(=O)R<sup>2</sup>, -C<sub>1-8</sub>alkyl-O-R<sup>10</sup>, -C<sub>1-8</sub>alkyl-O-C(=O)R<sup>10</sup>,  
37 -C<sub>1-8</sub>alkyl-C(=O)OR<sup>10</sup>, -C<sub>1-8</sub>alkyl-O-C(=O)OR<sup>10</sup>, -C<sub>1-8</sub>alkyl-C(=O)NR<sup>10</sup>R<sup>10</sup>,  
38 -C<sub>1-8</sub>alkyl-NR<sup>10</sup>R<sup>10</sup>, -C<sub>1-8</sub>alkyl-NR<sup>10</sup>C(=O)R<sup>10</sup>, -SR<sup>10</sup>, where R<sup>2</sup> is as described above and  
39 R<sup>10</sup> is a member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-</sub>  
40 <sub>8</sub>alkynyl, and wherein when two R<sup>10</sup> groups are present they may be taken together to  
41 form a saturated or unsaturated ring with the atom to which they are both attached;

42 p is an integer from 0-3;

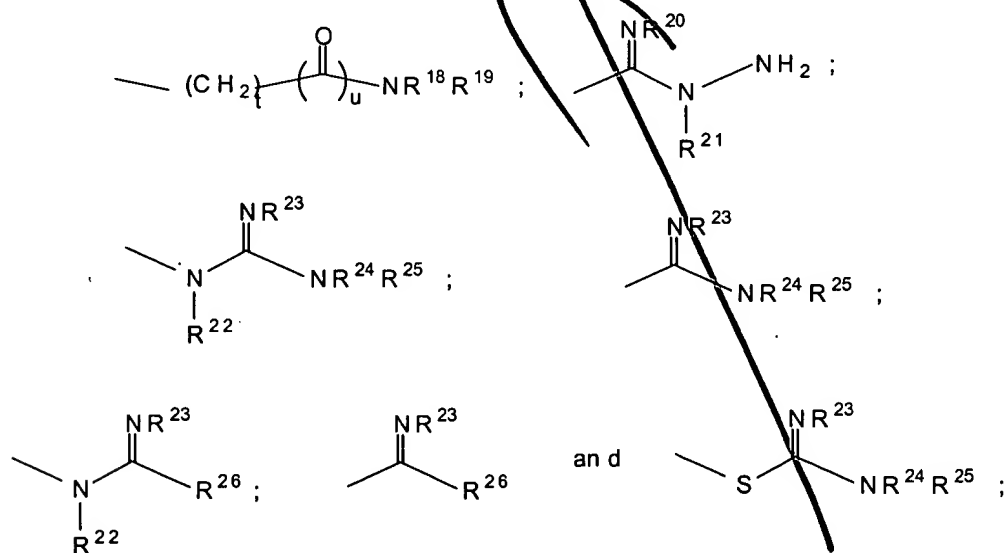
43 E is a member selected from the group consisting of a direct link, -O-, -N(-R<sup>11</sup>)-,  
44 where R<sup>11</sup> is as set forth above, phenylene, a bivalent 5 to 12 member heteroaryl group  
45 having 1 to 4 heteroatoms selected from the group consisting of N, O and S, and a five to  
46 ten membered non-aromatic bivalent heterocyclic ring system having 1-4 heteroatoms

a'  
47 selected from the group consisting of N, O and S, wherein said heteroaryl and said non-  
48 aromatic heterocyclic ring structure may be independently substituted by from 0 to 5 R<sup>14</sup>  
49 groups;

50 J is a member selected from the group consisting of a direct link, a bivalent  
51 C<sub>3-8</sub>cycloalkyl group, phenylene, a 5 to 12 member bivalent heteroaryl group having 1 to  
52 4 heteroatoms selected from the group consisting of N, O and S, and a five to ten  
53 membered non-aromatic bivalent heterocyclic ring system having 1-4 heteroatoms  
54 selected from the group consisting of N, O and S wherein said heteroaryl and said non-  
55 aromatic heterocyclic ring structure may be independently substituted by from 0 to 5 R<sup>14</sup>  
56 groups;

57 each R<sup>14</sup> group is a member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>-  
58 alkenyl, C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, halogen, polyhaloalkyl, C<sub>0-8</sub>alkyl-C(=O)OH,  
59 C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, C<sub>1-8</sub>alkyl-OH, C<sub>0-8</sub>alkyl-SH, -O-R<sup>2</sup> and  
60 -O-C(=O)R<sup>2</sup>, an unsubstituted amino group, a mono- or di-substituted amino group,  
61 wherein the substituted amino groups are independently substituted by at least one  
62 member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl,  
63 C<sub>3-8</sub>cycloalkyl, polyhaloalkyl, C<sub>0-8</sub>alkyl-C(=O)OH and C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl;

64 G is a member selected from the group consisting of: H; -CN; -OR<sup>17</sup>;



65 wherein

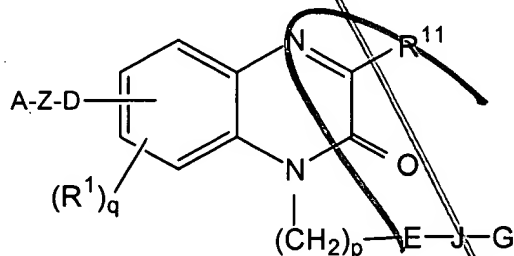
66 t is an integer from 0 to 6,

67 u is the integer 0 or 1, and  $R^{17}$ ,  $R^{18}$ ,  $R^{19}$ ,  $R^{20}$ ,  $R^{21}$ ,  $R^{22}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$  and  $R^{26}$  are  
68 independently selected from the group consisting of H, -OH,  $C_{1-8}$ alkyl,  $C_{2-8}$ alkenyl,  $C_{2-8}$ alkynyl,  $C_{3-8}$ cycloalkyl,  $C_{6-12}$ carbocyclic aryl, a five to ten membered heterocyclic ring  
69 system having 1-4 heteroatoms selected from the group consisting of N, O and S; and  
70  $C_{1-6}$ alkylheterocyclic ring system having in the ring system 5 to 10 atoms with 1 to 4 of  
71 such atoms being selected from the group consisting of N, O and S; where  $R^{18}$  taken with  
72  $R^{19}$ ,  $R^{22}$  taken with either of  $R^{24}$  and  $R^{25}$ , and  $R^{24}$  taken with  $R^{25}$ , can each independently  
73 form a 5 to 6 membered heterocyclic ring having from 1 to 4 atoms selected from the  
74 group consisting of N, O and S;

75  
76 with the proviso that when G is H, -CN, -OR<sup>17</sup>, either E or J must contain at least  
77 one N atom;

78 or a pharmaceutically acceptable diastereomer, salt, hydrate, and solvate thereof.

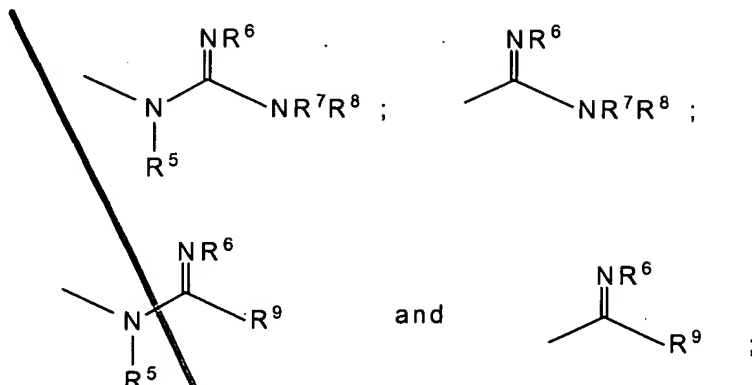
1 2. (Amended) A compound of formula II:



2

3

A is a member selected from the group consisting of:



4 where  $R^5$ ,  $R^6$ ,  $R^7$ ,  $R^8$ , and  $R^9$  are independently selected from the group consisting of H,  
 5 -OH,  $C_{1-8}$ alkyl,  $C_{2-8}$ alkenyl,  $C_{2-8}$ alkynyl,  $C_{3-8}$ cycloalkyl,  $C_{6-12}$ carbocyclic aryl, a five to  
 6 ten membered heterocyclic ring system having 1-4 heteroatoms selected from the group  
 7 consisting of N, O and S; and  $C_{1-6}$ alkylheterocyclic ring system having in the ring system  
 8 5 to 10 atoms with 1 to 4 of such atoms being selected from the group consisting of N, O  
 9 and S; where  $R^6$  taken with either of  $R^7$  and  $R^8$ , and/or  $R^7$  taken with  $R^8$ , can each form a  
 10 5 to 6 membered heterocyclic ring having from 1 to 4 atoms selected from the group  
 11 consisting of N, O and S;  
 12

13 Z is a member selected from the group consisting of  $C_{1-8}$ alkyl,  $C_{3-8}$ cycloalkyl,  $C_{2-}$   
 14  $8$ alkenyl,  $C_{2-8}$ alkynyl,  $C_{1-8}$ carbocyclic aryl, and a five to ten membered heterocyclic ring  
 15 system having 1-4 heteroatoms selected from the group consisting of N, O and S;

16 D is a member selected from the group consisting of a direct link, -CH<sub>2</sub>-, -O-,  
 17 -N(R<sup>2</sup>)-, -C(=O)-, -S-, -SO<sub>2</sub>-, -SO<sub>2</sub>-N(R<sup>2</sup>)-, -N(R<sup>2</sup>)-SO<sub>2</sub>-, -OC(=O)-, -C(=O)O-,  
 18 -C(=O)-N(R<sup>2</sup>)- and -N(R<sup>2</sup>)-C(=O)-, provided that when Z is  $C_{1-8}$ alkyl,  $C_{2-8}$ alkenyl,  
 19  $C_{2-8}$ alkynyl,  $C_{1-8}$ carbocyclic aryl, then D is -O-, or -N(R<sup>2</sup>)-;

20 R<sup>1</sup> is a member selected from the group consisting of H,  $C_{1-8}$ alkyl,  $C_{2-8}$ alkenyl,  $C_{2-}$   
 21  $8$ alkynyl,  $C_{3-8}$ cycloalkyl, halogen, polyhaloalkyl,  $C_{0-8}$ alkyl-C(=O)OH,  
 22  $C_{0-8}$ alkyl-C(=O)O- $C_{1-8}$ alkyl, -CN, -NO<sub>2</sub>,  $C_{1-8}$ alkyl-OH,  $C_{0-8}$ alkyl-SH, -C(=O)NR<sup>2</sup>R<sup>3</sup>,  
 23 -O-R<sup>2</sup> and -O-C(=O)R<sup>2</sup>, an unsubstituted amino group, a mono- or di-substituted amino

a!  
24 group, wherein the substituted amino groups are independently substituted by at least one  
25 member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl,  
26 C<sub>3-8</sub>cycloalkyl, polyhaloalkyl, -SO<sub>2</sub>R<sup>2</sup>, C<sub>0-8</sub>alkyl-C(=O)OH and  
27 C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl;

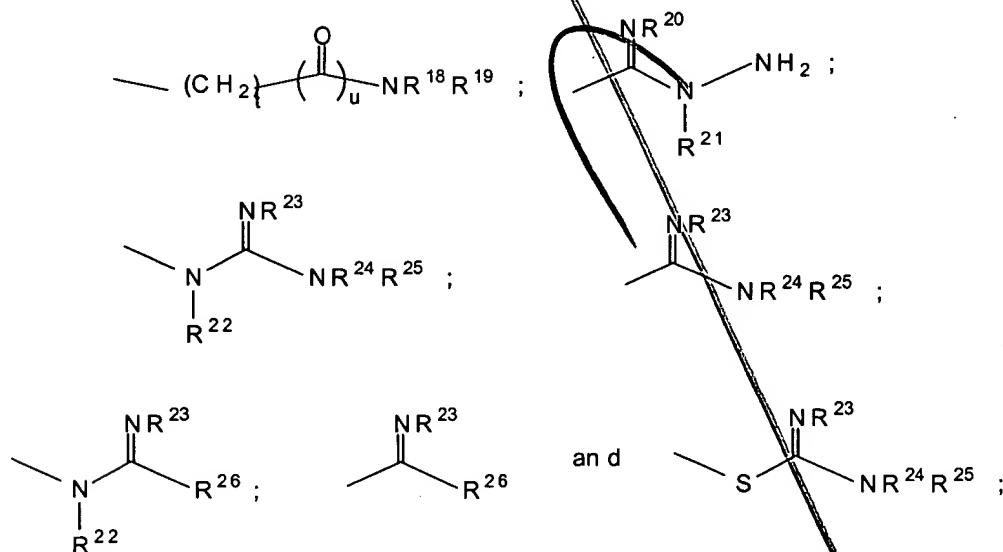
28 R<sup>2</sup> and R<sup>3</sup> are independently selected from the group consisting of H, -OH,  
29 C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, a five to ten  
30 membered heterocyclic ring system having 1-4 heteroatoms selected from the group  
31 consisting of N, O and S; and C<sub>1-6</sub>alkylheterocyclic ring system having in the ring system  
32 5 to 10 atoms with 1 to 4 of such atoms being selected from the group consisting of N, O  
33 and S;

34 q is an integer from 0-3;

35 R<sup>11</sup> is independently a member selected from the group consisting of H, C<sub>1-8</sub>alkyl,  
36 C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, C<sub>1-6</sub>alkylaryl,  
37 C<sub>1-6</sub>alkyl-C<sub>3-8</sub>cycloalkyl, -O-R<sup>2</sup>, -O-C(=O)R<sup>2</sup>, -C<sub>1-8</sub>alkyl-O-R<sup>10</sup>, -C<sub>1-8</sub>alkyl-O-C(=O)R<sup>10</sup>,  
38 -C<sub>1-8</sub>alkyl-C(=O)OR<sup>10</sup>, -C<sub>1-8</sub>alkyl-O-C(=O)OR<sup>10</sup>, -C<sub>1-8</sub>alkyl-C(=O)NR<sup>10</sup>R<sup>10</sup>,  
39 -C<sub>1-8</sub>alkyl-NR<sup>10</sup>R<sup>10</sup>, -C<sub>1-8</sub>alkyl-NR<sup>10</sup>C(=O)R<sup>10</sup>, -SR<sup>10</sup>, where R<sup>2</sup> is as described above and  
40 R<sup>10</sup> is a member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>  
41 alkynyl, and wherein when two R<sup>10</sup> groups are present they may be taken together to  
42 form a saturated or unsaturated ring with the atom to which they are both attached;  
43 p is an integer from 0-2;

44 E is a member selected from the group consisting of a direct link, -O-, -N(-R<sup>11</sup>)- ,  
45 where R<sup>11</sup> is as set forth above, phenylene, a bivalent 5 to 12 member heteroaryl group  
46 having 1 to 4 heteroatoms selected from the group consisting of N, O and S, and a five to  
47 ten membered non-aromatic bivalent heterocyclic ring system having 1-4 heteroatoms  
48 selected from the group consisting of N, O and S, wherein said heteroaryl and said non-  
49 aromatic heterocyclic ring structure may be independently substituted by from 0 to 5 R<sup>14</sup>  
50 groups;

65 G is a member selected from the group consisting of: H; -CN; -OR<sup>17</sup>;



66 wherein



67 t is an integer from 0 to 6,

68 u is the integer 0 or 1, and  $R^{17}$ ,  $R^{18}$ ,  $R^{19}$ ,  $R^{20}$ ,  $R^{21}$ ,  $R^{22}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$  and  $R^{26}$  are  
69 independently selected from the group consisting of H, -OH,  $C_{1-8}$ alkyl,  $C_{2-8}$ alkenyl,  $C_{2-8}$ alkynyl,  $C_{3-8}$ cycloalkyl,  $C_{6-12}$ carbocyclic aryl, a five to ten membered heterocyclic ring  
70 system having 1-4 heteroatoms selected from the group consisting of N, O and S; and  
71  $C_{1-6}$ alkylheterocyclic ring system having in the ring system 5 to 10 atoms with 1 to 4 of  
72 such atoms being selected from the group consisting of N, O and S; where  $R^{18}$  taken with  
73  $R^{19}$ ,  $R^{22}$  taken with either of  $R^{24}$  and  $R^{25}$ , and  $R^{24}$  taken with  $R^{25}$ , can each independently  
74 form a 5 to 6 membered heterocyclic ring having from 1 to 4 atoms selected from the  
75 group consisting of N, O and S;

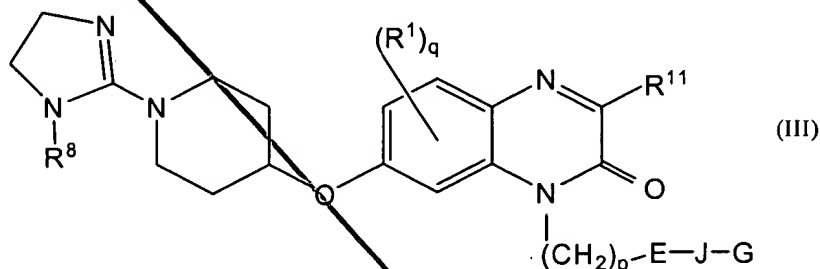
76 with the proviso that when G is H, -CN, -OR<sup>17</sup>, either E or J must contain at least  
77 one N atom;

78 or a pharmaceutically acceptable diastereomer, salt, hydrate, and solvate thereof.

80

1 5. (Amended) A compound of formula III:

2



3

4 wherein:

5  $R^8$  is selected from the group consisting of H, -OH,  $C_{1-8}$ alkyl,  $C_{2-8}$ alkenyl,  $C_{2-8}$ alkynyl,  $C_{3-8}$ cycloalkyl,  $C_{6-12}$ carbocyclic aryl, a five to ten membered heterocyclic ring  
6 system having 1-4 heteroatoms selected from the group consisting of N, O and S; and  
7  $C_{1-6}$ alkylheterocyclic ring system having in the ring system 5 to 10 atoms with 1 to 4 of  
8 such atoms being selected from the group consisting of N, O and S;

9

Q<sup>2</sup>  
C<sup>1</sup>  
cont

10 R<sup>1</sup> is a member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-</sub>  
11 8alkynyl, C<sub>3-8</sub>cycloalkyl, halogen, polyhaloalkyl, C<sub>0-8</sub>alkyl-C(=O)OH,  
12 C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, C<sub>1-8</sub>alkyl-OH, C<sub>0-8</sub>alkyl-SH, -C(=O)NR<sup>2</sup>R<sup>3</sup>,  
13 -O-R<sup>2</sup> and -O-C(=O)R<sup>2</sup>, an unsubstituted amino group, a mono- or di-substituted amino  
14 group, wherein the substituted amino groups are independently substituted by at least one  
15 member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl,  
16 C<sub>3-8</sub>cycloalkyl, polyhaloalkyl, -SO<sub>2</sub>R<sup>2</sup>, C<sub>0-8</sub>alkyl-C(=O)OH and  
17 C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl, where R<sup>2</sup> and R<sup>3</sup> is as described above;

18 R<sup>2</sup> is selected from the group consisting of H, -OH, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-</sub>  
19 8alkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, a five to ten membered heterocyclic ring  
20 system having 1-4 heteroatoms selected from the group consisting of N, O and S; and  
21 C<sub>1-6</sub>alkylheterocyclic ring system having in the ring system 5 to 10 atoms with 1 to 4 of  
22 such atoms being selected from the group consisting of N, O and S;  
23 q is 0-3;

24 R<sup>11</sup> is a member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl,  
25 C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, C<sub>1-6</sub>alkylaryl, C<sub>1-6</sub>alkyl-C<sub>3-8</sub>cycloalkyl,  
26 -O-R<sup>2</sup>, -O-C(=O)R<sup>2</sup>, -C<sub>1-8</sub>alkyl-O-R<sup>10</sup>, -C<sub>1-8</sub>alkyl-O-C(=O)R<sup>10</sup>, -C<sub>1-8</sub>alkyl-C(=O)OR<sup>10</sup>,  
27 -C<sub>1-8</sub>alkyl-O-C(=O)OR<sup>10</sup>, -C<sub>1-8</sub>alkyl-C(=O)NR<sup>10</sup>R<sup>10</sup>, -C<sub>1-8</sub>alkyl-NR<sup>10</sup>R<sup>10</sup>,  
28 -C<sub>1-8</sub>alkyl-NR<sup>10</sup>C(=O)R<sup>10</sup>, -SR<sup>10</sup>, where R<sup>2</sup> is as described above and R<sup>10</sup> is a member  
29 selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl, and wherein  
30 when two R<sup>10</sup> groups are present they may be taken together to form a saturated or  
31 unsaturated ring with the atom to which they are both attached;  
32 p is an integer from 0-2;

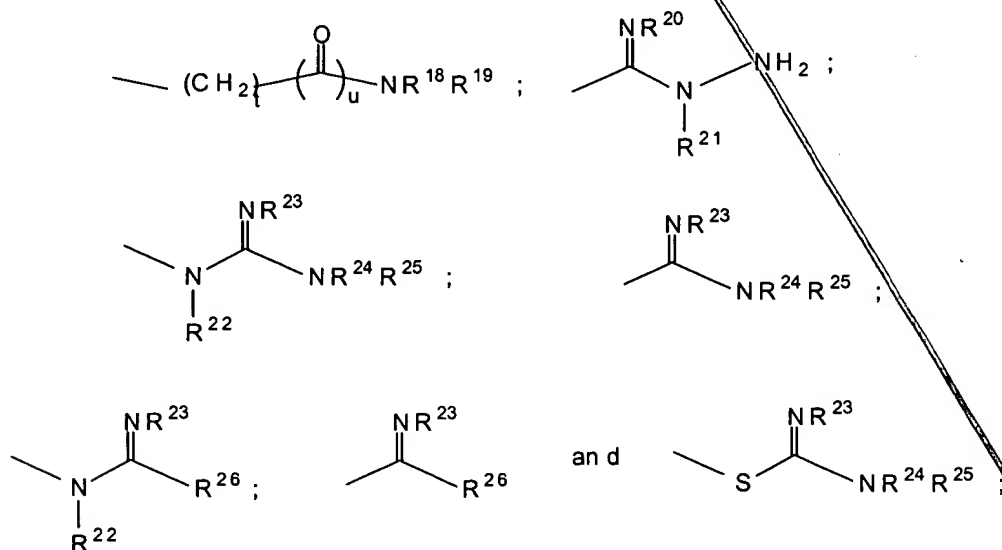
33 E is a member selected from the group consisting of a direct link, -O-, -N(-R<sup>11</sup>)- ,  
34 where R<sup>11</sup> is as set forth above, phenylene, a bivalent 5 to 12 member heteroaryl group  
35 having 1 to 4 heteroatoms selected from the group consisting of N, O and S, and a five to  
36 ten membered non-aromatic bivalent heterocyclic ring system having 1-4 heteroatoms

37 selected from the group consisting of N, O and S, wherein said heteroaryl and said non-  
38 aromatic heterocyclic ring structure may be independently substituted by from 0 to 5 R<sup>14</sup>  
39 groups;

40 J is a member selected from the group consisting of a direct link, a bivalent  
41 C<sub>3-8</sub>cycloalkyl group, phenylene, a 5 to 12 member bivalent heteroaryl group having 1 to  
42 4 heteroatoms selected from the group consisting of N, O and S, and a five to ten  
43 membered non-aromatic bivalent heterocyclic ring system having 1-4 heteroatoms  
44 selected from the group consisting of N, O and S wherein said heteroaryl and said non-  
45 aromatic heterocyclic ring structure may be independently substituted by from 0 to 5 R<sup>14</sup>  
46 groups;

47 each R<sup>14</sup> group is a member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>-  
48 alkenyl, C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, halogen, polyhaloalkyl, C<sub>0-8</sub>alkyl-C(=O)OH,  
49 C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl, -CN, -NO<sub>2</sub>, C<sub>1-8</sub>alkyl-OH, C<sub>0-8</sub>alkyl-SH, -O-R<sup>2</sup> and  
50 -O-C(=O)R<sup>2</sup>, an unsubstituted amino group, a mono- or di-substituted amino group,  
51 wherein the substituted amino groups are independently substituted by at least one  
52 member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl,  
53 C<sub>3-8</sub>cycloalkyl, polyhaloalkyl, C<sub>0-8</sub>alkyl-C(=O)OH and C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl;

54 G is a member selected from the group consisting of: H; -CN; -OR<sup>17</sup>;



55 wherein

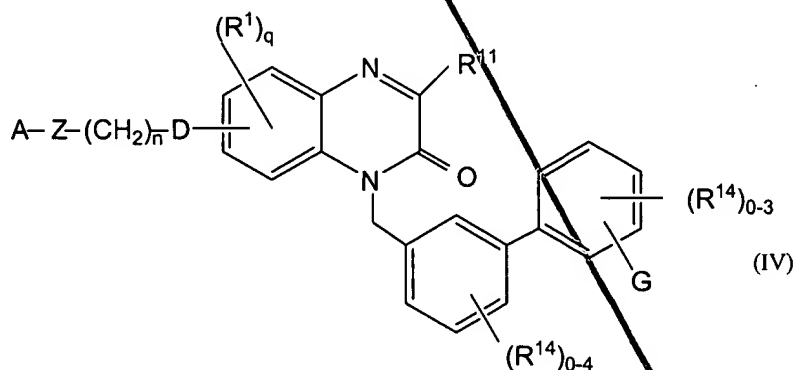
56  $t$  is an integer from 0 to 6,

57  $u$  is the integer 0 or 1, and  $R^{17}$ ,  $R^{18}$ ,  $R^{19}$ ,  $R^{20}$ ,  $R^{21}$ ,  $R^{22}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$  and  $R^{26}$  are  
58 independently selected from the group consisting of H, -OH,  $C_{1-8}$ alkyl,  $C_{2-8}$ alkenyl,  $C_{2-8}$ alkynyl,  $C_{3-8}$ cycloalkyl,  $C_{6-12}$ carbocyclic aryl, a five to ten membered heterocyclic ring  
59 system having 1-4 heteroatoms selected from the group consisting of N, O and S; and  
60  $C_{1-6}$ alkylheterocyclic ring system having in the ring system 5 to 10 atoms with 1 to 4 of  
61 such atoms being selected from the group consisting of N, O and S; where  $R^{18}$  taken with  
62  $R^{19}$ ,  $R^{22}$  taken with either of  $R^{24}$  and  $R^{25}$ , and  $R^{24}$  taken with  $R^{25}$ , can each independently  
63 form a 5 to 6 membered heterocyclic ring having from 1 to 4 atoms selected from the  
64 group consisting of N, O and S;

65 with the proviso that when  $G$  is H, -CN, -OR<sup>17</sup>, either E or J must contain at least  
66 one N atom;

67 or a pharmaceutically acceptable diastomer, salt, hydrate, and solvate thereof.  
68

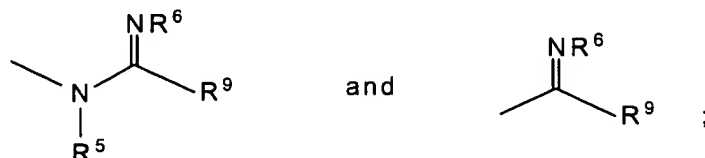
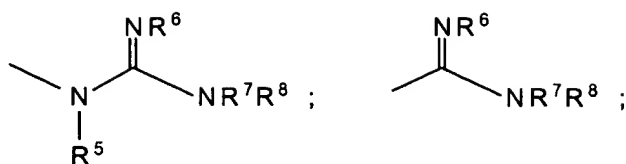
1 9. A compound of formula IV:



2

3 wherein:

4 A is a member selected from the group consisting of:  $R^2$ ,  $-NR^3R^4$ ,  $-C(=O)NR^3R^4$ ,



5  
6 where  $\text{R}^2, \text{R}^3, \text{R}^4, \text{R}^5, \text{R}^6, \text{R}^7, \text{R}^8$ , and  $\text{R}^9$  are independently selected from the group  
7 consisting of H, -OH,  $\text{C}_{1-8}$ alkyl,  $\text{C}_{2-8}$ alkenyl,  $\text{C}_{2-8}$ alkynyl,  $\text{C}_{3-8}$ cycloalkyl,  $\text{C}_{6-12}$ carbocyclic  
8 aryl, a five to ten membered heterocyclic ring system having 1-4 heteroatoms selected  
9 from the group consisting of N, O and S; and  $\text{C}_{1-6}$ alkylheterocyclic ring system having in  
10 the ring system 5 to 10 atoms with 1 to 4 of such atoms being selected from the group  
11 consisting of N, O and S; where  $\text{R}^6$  taken with either of  $\text{R}^7$  and  $\text{R}^8$ , and/or  $\text{R}^7$  taken with  
12  $\text{R}^8$ , can each form a 5 to 6 membered heterocyclic ring having from 1 to 4 atoms selected  
13 from the group consisting of N, O and S;

14 Z is a member selected from the group consisting of a direct link,  $\text{C}_{1-8}$ alkyl,  
15  $\text{C}_{3-8}$ cycloalkyl,  $\text{C}_{2-8}$ alkenyl,  $\text{C}_{2-8}$ alkynyl,  $\text{C}_{1-8}$ carbocyclic aryl, or a five to ten membered  
16 heterocyclic ring system having 1-4 heteroatoms selected from the group consisting of N,  
17 O and S;

18 n is 0-3;

19 D is a member selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{O}-$ ,  $-\text{NR}^2$ ,  $-\text{C}(=\text{O})-$ ,  
20  $-\text{S}-$ ,  $-\text{SO}_2-$ ,  $-\text{SO}_2-\text{NR}^2$ ,  $-\text{NR}^2-\text{SO}_2$ ,  $-\text{OC}(=\text{O})-$ ,  $-\text{C}(=\text{O})\text{NR}^2$ , and  $-\text{NR}^2-\text{C}(=\text{O})-$ ;

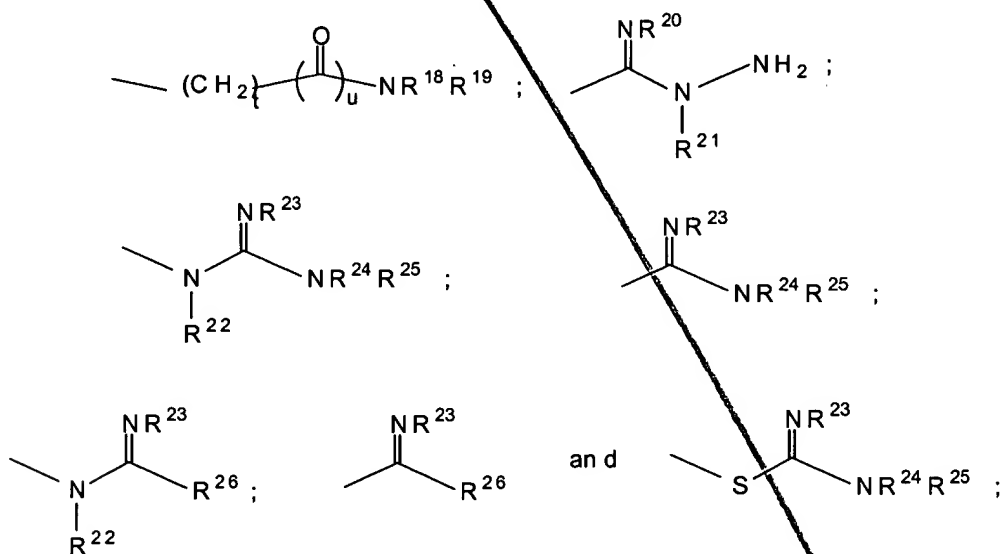
21  $\text{R}^1$  and  $\text{R}^{14}$  are independently a member selected from the group consisting of H,  
22  $\text{C}_{1-8}$ alkyl,  $\text{C}_{2-8}$ alkenyl,  $\text{C}_{2-8}$ alkynyl,  $\text{C}_{3-8}$ cycloalkyl, halogen, polyhaloalkyl,  
23  $\text{C}_{0-8}$ alkyl- $\text{C}(=\text{O})\text{OH}$ ,  $\text{C}_{0-8}$ alkyl- $\text{C}(=\text{O})\text{O}-\text{C}_{1-8}$ alkyl,  $-\text{CN}$ ,  $-\text{NO}_2$ ,  $\text{C}_{1-8}$ alkyl-OH,  
24  $\text{C}_{0-8}$ alkyl-SH,  $-\text{O}-\text{R}^2$  and  $-\text{O}-\text{C}(=\text{O})\text{R}^2$ , an unsubstituted amino group, a mono- or  
25 di-substituted amino group, wherein the substituted amino groups are independently

26 substituted by at least one member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-</sub>  
27 <sub>8</sub>alkenyl, C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, polyhaloalkyl, C<sub>0-8</sub>alkyl-C(=O)OH and  
28 C<sub>0-8</sub>alkyl-C(=O)O-C<sub>1-8</sub>alkyl;

29 q is 0-3;

30 R<sup>11</sup> is a member selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl,  
31 C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, C<sub>1-6</sub>alkylaryl, C<sub>1-6</sub>alkyl-C<sub>3-8</sub>cycloalkyl,  
32 -O-R<sup>2</sup>, -O-C(=O)R<sup>2</sup>, -C<sub>1-8</sub>alkyl-O-R<sup>10</sup>, -C<sub>1-8</sub>alkyl-O-C(=O)R<sup>10</sup>, -C<sub>1-8</sub>alkyl-C(=O)OR<sup>10</sup>,  
33 -C<sub>1-8</sub>alkyl-O-C(=O)OR<sup>10</sup>, -C<sub>1-8</sub>alkyl-C(=O)NR<sup>10</sup>R<sup>10</sup>, -C<sub>1-8</sub>alkyl-NR<sup>10</sup>R<sup>10</sup>,  
34 -C<sub>1-8</sub>alkyl-NR<sup>10</sup>C(=O)R<sup>10</sup>, -SR<sup>10</sup>, where R<sup>2</sup> is as described above and R<sup>10</sup> is a member  
35 selected from the group consisting of H, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl, and wherein  
36 when two R<sup>10</sup> groups are present they may be taken together to form a saturated or  
37 unsaturated ring with the atom to which they are both attached;

38 G is a member selected from the group consisting of: H; -CN; -OR<sup>17</sup>;



39 wherein

40 t is an integer from 0 to 6,

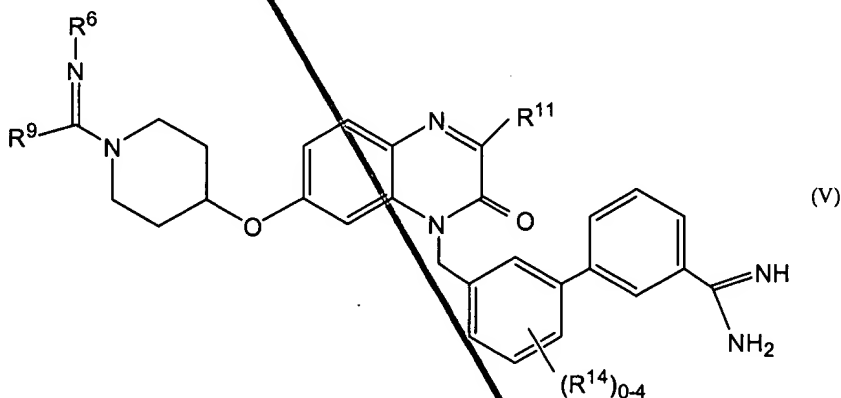
41 u is the integer 0 or 1, and R<sup>17</sup>, R<sup>18</sup>, R<sup>19</sup>, R<sup>20</sup>, R<sup>21</sup>, R<sup>22</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup> and R<sup>26</sup> are

a<sup>3</sup>  
c<sup>1</sup>  
cont

42 independently selected from the group consisting of H, -OH, C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-</sub>  
43 galkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, a five to ten membered heterocyclic ring  
44 system having 1-4 heteroatoms selected from the group consisting of N, O and S; and  
45 C<sub>1-6</sub>alkylheterocyclic ring system having in the ring system 5 to 10 atoms with 1 to 4 of  
46 such atoms being selected from the group consisting of N, O and S; where R<sup>18</sup> taken with  
47 R<sup>19</sup>, R<sup>22</sup> taken with either of R<sup>24</sup> and R<sup>25</sup>, and R<sup>24</sup> taken with R<sup>25</sup>, can each independently  
48 form a 5 to 6 membered heterocyclic ring having from 1 to 4 atoms selected from the  
49 group consisting of N, O and S;  
50 with the proviso that when G is H, -CN, -OR<sup>17</sup>, either E or J must contain at least  
51 one N atom;  
52 or a pharmaceutically acceptable diastereomer, salt, hydrate, and solvate thereof.

a<sup>4</sup>

1 11. A compound of formula V:



2  
3 wherein:

4 R<sup>2</sup>, R<sup>6</sup>, and R<sup>9</sup> are independently selected from the group consisting of H, -OH,  
5 C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, a five to ten  
6 membered heterocyclic ring system having 1-4 heteroatoms selected from the group  
7 consisting of N, O and S; and C<sub>1-6</sub>alkylheterocyclic ring system having in the ring system  
8 5 to 10 atoms with 1 to 4 of such atoms being selected from the group consisting of N, O  
9 and S;  
10 R<sup>11</sup> is independently a member selected from the group consisting of H,  
11 C<sub>1-8</sub>alkyl, C<sub>2-8</sub>alkenyl, C<sub>2-8</sub>alkynyl, C<sub>3-8</sub>cycloalkyl, C<sub>6-12</sub>carbocyclic aryl, C<sub>1-6</sub>alkylaryl,